

LAW OFFICES  
**MILES & STOCKBRIDGE P.C.**

10 LIGHT STREET

BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464

FAX 410-385-3700

CAMBRIDGE, MD

COLUMBIA, MD

EASTON, MD

FREDERICK, MD

McLEAN, VA

ROCKVILLE, MD

TOWSON, MD

WASHINGTON, D.C.

January 29, 2002

**VIA FEDERAL EXPRESS**

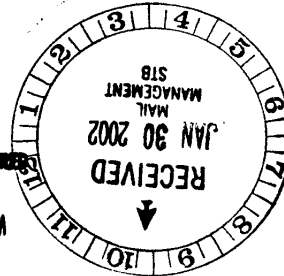
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
Attn: Ms. Ellen Keyes

FEB 7 '02

9-26 AM

TS

**SURFACE TRANSPORTATION BOARD**



Re: Assignment of Memorandum of Lease Agreement/Lasalle/Conoco

Dear Ms. Keyes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) original copies of an Assignment of Lease Agreement, dated November 1, 2001, a **secondary** document, to the Memorandum of Lease Agreement, Recordation No. 21305, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Seller: LaSalle National Leasing Corporation One W.  
Pennsylvania Avenue, Suite 1100  
Towson, Maryland 21204

Buyer: Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is:

Sixty-Two (62) tank cars bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

A short summary of the document to appear in the index follows:

Assignment of Memorandum of Lease between LaSalle National Leasing Corporation as Assignor and Allfirst Bank, Assignee, covering sixty-two (62) tank cars bearing car marks and numbers as listed on Exhibit A to said Memorandum of Lease.

Surface Transportation Board  
January 29, 2002  
Page 2

MILES & STOCKBRIDGE P.C.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Doti J. Hampton".

Doti J. Hampton  
Legal Assistant

Enclosures

## ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 1, 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and ALLFIRST BANK. ("Assignee").

Assignor and Conoco Inc. ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of March 30, 1998 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Master Railcar Lease Agreement No. 1 dated as of October 27, 1997. The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 21305 with the Surface Transportation Board pursuant to 49 U.S.C.11301 and 49 CFR 1177 on April 1, 1998, at 2:45 p.m.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and in and to the Lease solely to the extent relating thereto; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement; and Assignee accepts such assignment.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING  
CORPORATION  
Assignor

By: 

Name: CONSTANCE W. LANCASTER

Title: 1st VICE PRESIDENT

ALLFIRST BANK  
Assignee

By: 

Name: C.A. PATTEN

Title: VICE PRESIDENT

RECORDATION NO. 21305-B

FEB 7 '02 9-26 AM

SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF Baltimore )

On this 19 day of October, 2001 before me appeared Constance W. Lancaster  
the person who signed this instrument, who acknowledged that (s)he is the 1st Vice President of  
LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he  
signed such instrument as a free act on behalf of said corporation.

DANA L. WELKER  
[Seal] NOTARY PUBLIC  
BALTIMORE COUNTY

Dana L. Welker  
Notary Public

My commission expires:

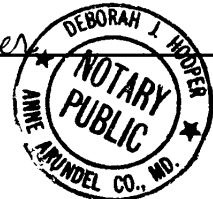
11/12/03

STATE OF Maryland )  
city ) ss.  
COUNTY OF Baltimore

On this 22<sup>nd</sup> day of October, 2001 before me appeared Christopher A. Piskil  
the person who signed this instrument, who acknowledged that he is the Vice President  
of Allfirst Bank and that, being duly authorized, he signed such  
instrument as a free act on behalf of said corporation.

[Seal]

Deborah J. Hooper  
Notary Public



My commission expires:

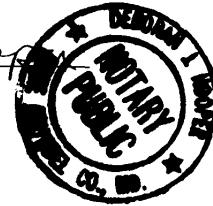
7/27/02

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Assignment of Memorandum of Lease Agreement is a true and complete copy of said Assignment of Memorandum of Lease Agreement..

WITNESS my hand and seal this 28<sup>th</sup> day of January, 2002.

Deborah J. Hooper  
Notary Public



My Commission Expires: 7/27/02

## LAW OFFICES

**MILES & STOCKBRIDGE P.C.**

10 LIGHT STREET

BALTIMORE, MARYLAND 21202

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WASHINGTON, D.C.

**FACSIMILE COVER SHEET****To: TALEDIA STOKES****FAX No.: (202) 565-9004****PHONE No.:****FROM: DOTI HAMPTON****PHONE No.: (410) 385-3423****DATE: FEBRUARY 1, 2002****TIME: 9:54 AM****FILE No.: 258-2202****PAGES (INCLUDING COVER SHEET) 4****MESSAGE**

Ms. Stokes: Attached is the list of Equipment which is made reference to in the Assignment of Memorandum of Lease, the secondary document to recordation number 21305. If you have any further questions, please feel free to call. Thank you for your assistance. Doti

**21305-B****FEB 7 '02 9-26 AM****SURFACE TRANSPORTATION BOARD****CONFIDENTIALITY NOTICE**

The information in this transmission is intended only for the individual or entity named above. It may be legally privileged and confidential. If you have received this information in error, notify us immediately by calling our operator at the number set out below. Send the original transmission to us by mail. Return postage is guaranteed. If the reader of this message is not the intended recipient, you are hereby notified that any disclosure, dissemination, distribution or copying of this communication or its contents is strictly prohibited.

If you do not receive all pages or have any problems with receiving this transmission, please call DOTI

## SCHEDULE TO EQUIPMENT BILL OF SALE DATED OCTOBER \_\_\_\_, 2001

## SCHEDULE OF EQUIPMENT

Lessee: **CONOCO INC.**

21305-B

Approved By: \_\_\_\_\_

(Lessee to initial Page 1, indicating approval of all pages)

FEB 7 '02

9-26 AM

Attached to Bill of Sale dated \_\_\_\_\_

19

Equipment located at:

3330 Raser Drive

SURFACE TRANSPORTATION BOARD

and/or

Street No.

Lease Schedule No.

2

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost																								
Union Tank Car Company 111 West Jackson Blvd. Chicago, IL 60604  Invoice No. SC98029001	10 - Railcars @ \$59,501 each	\$595,010.00																								
	<table><tr><td colspan="2"><u>Identification Nos.</u></td><td colspan="2"><u>Identification Nos.</u></td></tr><tr><td>CONX</td><td>1099</td><td>CONX</td><td>1106</td></tr><tr><td>CONX</td><td>1100</td><td>CONX</td><td>1107</td></tr><tr><td>CONX</td><td>1102</td><td>CONX</td><td>1108</td></tr><tr><td>CONX</td><td>1104</td><td>CONX</td><td>1109</td></tr><tr><td>CONX</td><td>1105</td><td>CONX</td><td>1110</td></tr></table>	<u>Identification Nos.</u>		<u>Identification Nos.</u>		CONX	1099	CONX	1106	CONX	1100	CONX	1107	CONX	1102	CONX	1108	CONX	1104	CONX	1109	CONX	1105	CONX	1110	
	<u>Identification Nos.</u>		<u>Identification Nos.</u>																							
	CONX	1099	CONX	1106																						
	CONX	1100	CONX	1107																						
	CONX	1102	CONX	1108																						
	CONX	1104	CONX	1109																						
	CONX	1105	CONX	1110																						
	INVOICE TOTAL	\$ 595,010.00																								
	Invoice No. SC98029023	1 - Railcar @ \$59,501 each	\$ 59,501.00																							
<table><tr><td colspan="2"><u>Identification No.</u></td></tr><tr><td>CONX</td><td>1111</td></tr></table>		<u>Identification No.</u>		CONX	1111																					
<u>Identification No.</u>																										
CONX		1111																								
INVOICE TOTAL	\$ 59,501.00																									
Invoice No. SC98029015	3 - Railcars @ \$59,501 each	\$178,503.00																								
	<table><tr><td colspan="2"><u>Identification Nos.</u></td><td colspan="2"><u>Identification Nos.</u></td></tr><tr><td>CONX</td><td>1103</td><td></td><td></td></tr><tr><td>CONX</td><td>1112</td><td></td><td></td></tr><tr><td>CONX</td><td>1113</td><td></td><td></td></tr></table>	<u>Identification Nos.</u>		<u>Identification Nos.</u>		CONX	1103			CONX	1112			CONX	1113											
	<u>Identification Nos.</u>		<u>Identification Nos.</u>																							
	CONX	1103																								
CONX	1112																									
CONX	1113																									
INVOICE TOTAL	\$ 178,503.00																									

**SCHEDULE OF EQUIPMENT**Lessee: **CONOCO INC.**

Approved By: \_\_\_\_\_

(Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated \_\_\_\_\_

Equipment located at:

\_\_\_\_\_, 19\_\_\_\_\_  
and/or \_\_\_\_\_

3330 Raser Drive

Street No.

Lease Schedule No. 2

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost	
Union Tank Car Company Invoice No. SC98019008	10 - Railcars @ \$59,501 each	\$ 595,010.00	
	Identification Nos.	Identification Nos.	
	CONX 1051	CONX 1078	
	CONX 1074	CONX 1079	
	CONX 1075	CONX 1080	
	CONX 1076	CONX 1081	
	CONX 1077	CONX 1082	
	INVOICE TOTAL	\$ 595,010.00	
	Invoice No. SC98019029	11 - Railcars @ \$59,501 each	\$ 654,511.00
		Identification Nos.	Identification Nos.
CONX 1026		CONX 1095	
CONX 1055		CONX 1096	
CONX 1087		CONX 1097	
CONX 1091		CONX 1098	
CONX 1093		CONX 1101	
CONX 1094			
INVOICE TOTAL		\$ 654,511.00	
Invoice No. SC98019018		9 - Railcars @ \$59,501 each	\$ 535,509.00
	Identification Nos.	Identification Nos.	
	CONX 1070	CONX 1088	
	CONX 1083	CONX 1089	
	CONX 1084	CONX 1090	



**SCHEDULE OF EQUIPMENT**Lessee: **CONOCO INC.**

Approved By: \_\_\_\_\_

(Lessee to initial Page 1, indicating approval of all pages)

Attached to Bill of Sale dated \_\_\_\_\_

Equipment located at:

\_\_\_\_\_  
and/or \_\_\_\_\_3330 Raser Drive  
Street No.

Lease Schedule No. \_\_\_\_\_

2

Missoula

Missoula

MT

59802

City

County

State

Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost
Union Tank Car Company Invoice No. SC97129057	CONX 1085      CONX 1092	
	CONX 1086	
	<b>INVOICE TOTAL</b>	<b>\$ 535,509.00</b>
	4 - Railcars @ \$59,501 each	\$ 238,004.00
Invoice No. SC97129045	Identification Nos.	
	CONX 1069	
	CONX 1071	
	CONX 1072	
	CONX 1073	
	<b>INVOICE TOTAL</b>	<b>\$ 238,004.00</b>
	14 - Railcars @ \$59,501 each	\$ 833,014.00
	Identification Nos.	
	CONX 1044	
	CONX 1053	
	CONX 1054	
	CONX 1058	
	CONX 1060	
	CONX 1061	
	CONX 1062	
	CONX 1063	
	CONX 1064	
	CONX 1065	
	CONX 1066	
	CONX 1067	
	CONX 1068	
	CONX 1153	
	<b>INVOICE TOTAL</b>	<b>\$ 833,014.00</b>
	<b>SCHEDULE TOTAL</b>	<b>\$ 3,689,062.00</b>